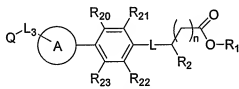


Listing of claims:

The following listing of claims will replace all prior versions and listings of claims in the application.

1. (Cancelled)

2. (Currently Amended) A compound of the formula:
~~according to claim 1, wherein~~



or a pharmaceutically acceptable salt thereof, wherein

n is 0, 1, 2, 3, or 4;

R₁ is H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, or C₃-C₆ alkenyl;

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-C(O)NH₂, -(C₁-C₄) alkyl-C(O)NH(C₁-C₄)alkyl, -(C₁-C₄) alkyl-C(O)N(C₁-C₄)alkyl(C₁-C₄)alkyl, -(C₁-C₄) alkyl-S(O)_b-(C₁-C₄)alkyl, (C₁-C₄) hydroxyalkyl, -(C₁-C₄) alkyl-phthalimidyl, -(C₁-C₄) alkyl-piperidinyl, -(C₁-C₄) alkyl-pyrrolidinyl, -(C₁-C₄) alkyl-morpholinyl, wherein the phthalimidyl, piperidinyl, pyrrolidinyl, or morpholinyl groups are optionally fused to a phenyl ring and wherein said phthalimidyl, piperidinyl, pyrrolidinyl, or morpholinyl groups are, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-C₄)alkyl (C₁-C₄)haloalkyl, or (C₁-C₄)haloalkoxy; wherein b is 0, 1, or 2;

and

R₂₀, R₂₁, R₂₂, and R₂₃ are independently H, arylalkoxy, arylalkyl, halogen, alkyl, haloalkyl, OH, alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆ alkyl)(C₁-C₆ alkyl), NH-aryl, NHC(O)-(C₁-C₄ alkyl)-aryl, N(C₁-C₄ alkyl)C(O)-(C₁-C₄)alkyl-aryl, N(C₁-C₄)alkyl-aryl, -NHSO₂-aryl, or -N(C₁-C₄)alkylSO₂aryl, wherein each of the above aryl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, haloalkyl, haloalkoxy;

L is O;

L₃ is a bond, -(C₁-C₄)alkyl-O-, -O-(C₁-C₄)alkyl, -(C₁-C₄) alkyl-, -C(O)-, -C(O)NH-, or -NHC(O)-;

the A-ring is aryl selected from the group consisting of phenyl, naphthyl and fluorenyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl;

Q is pyrido[1,2-a]indolyl, indolyl, isoindolyl, indoliziny, imidazo[1,2-a]pyridine, -phenyl-C(O)-phenyl, -phenyl-(C₁-C₄)alkyl-phenyl, -pyridyl-phenyl, fluorenyl, oxofluorenyl, -fluorenyl-pyridyl, -fluorenyl-phenyl, ~~benzofuranyl~~-(C₁-C₄)alkyl-phenyl, -benzimidazolyl-(C₁-C₄) alkyl-phenyl, benzoxazolyl-(C₁-C₄) alkyl-phenyl, indoliziny, ~~benzofuranyl~~, -indolyl-(C₁-C₄)alkyl-phenyl, -phenyl-benzoxazolyl, ~~benzo[b]thienyl~~, dibenzo[b,d]furanyl, ~~phenyl~~, or dibenzothienyl, each of which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₄ alkoxy, carbonyl, C₁-C₆ alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl; wherein R₆ and R₇ are independently H, C₁-C₆ alkyl, aryl(C₁-C₆)alkyl, alkanoyl, phenyl(C₁-C₄)alkanoyl, alkoxy, carbonyl,

phenyl(C₁-C₄)alkoxycarbonyl, pyridylcarbonyl, pyridyl, piperidiny, pyrrolidinylcarbonyl, -C(O)NH₂, -C(O)NH(C₁-C₆)alkyl, -C(O)N(C₁-C₆)alkyl(C₁-C₆)alkyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, CF₃ or OCF₃.

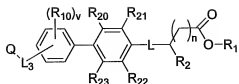
3. (Previously Presented) A compound according to claim 2, wherein

the A-ring is selected from phenyl, or naphthyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, or N(C₁-C₆)alkyl(C₁-C₆)alkyl; and

R₂₀, R₂₁, R₂₂, and R₂₃ are independently H, phenylalkoxy, phenylalkyl, halogen, alkyl, CF₃, OH, alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, NH-phenyl, NHC(O)-(C₁-C₄) alkyl-phenyl, N(C₁-C₄ alkyl)C(O)-(C₁-C₄) alkyl-phenyl, N(C₁-C₄)alkyl-phenyl, -NHSO₂-phenyl, or -N(C₁-C₄alkyl)SO₂phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy.

4. (Cancelled)

5. (Previously Presented) A compound according to claim 3, of the formula



wherein

R₁ is H or C₁-C₆ alkyl;

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-C(O)NH₂, -(C₁-C₄) alkyl-S(O)_b-(C₁-C₄) alkyl, or (C₁-C₄) hydroxyalkyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-C₄) alkyl, (C₁-C₄)haloalkyl, or (C₁-C₄)haloalkoxy;

v is 0, 1, 2, 3, or 4;

R₁₀ at each occurrence is independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, or N(C₁-C₆)alkyl(C₁-C₆)alkyl; and

L₃ is a bond, -O-(C₁-C₄)alkyl, -(C₁-C₄) alkyl-, or -C(O)-.

6. (Currently Amended) A compound according to claim 5, wherein

Q is pyrido[1,2-a]indolyl, indolyl, imidazo[1,2-a]pyridine, -phenyl-C(O)-phenyl, -phenyl-(C₁-C₄) alkyl-phenyl, fluorenyl, ~~benzofuranyl-(C₁-C₄) alkyl-phenyl~~, indolizinyll, ~~benzofuranyl~~, -indolyl-(C₁-C₄)alkyl-phenyl, -phenyl-benzoxazolyl, ~~benzo[b]thienyl~~, ~~dibenzo[b,d]furanyl~~, ~~phenyl~~, or dibenzothienyl, each of which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₄ alkoxy, carbonyl, C₁-C₆ alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl; wherein R₆ and R₇ are independently H, C₁-C₆ alkyl, aryl(C₁-C₆)alkyl, alkanoyl, phenyl(C₁-C₄)alkanoyl, alkoxy, carbonyl, phenyl(C₁-C₄)alkoxy, carbonyl, pyridyl, carbonyl, pyridyl,

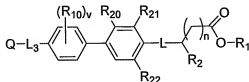
pyrrolidinylcarbonyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, CF₃ or OCF₃.

7. (Original) A compound according to claim 6, wherein R₂ is phenyl, phenyl(C₁-C₄) alkyl, or (C₁-C₆)alkyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, or -SO₂-(C₁-C₄) alkyl, CF₃ or OCF₃; and R₂₀, R₂₁, R₂₂, and R₂₃ are independently selected from H, halogen, alkyl, OH, alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, or N(C₁-C₆alkyl)(C₁-C₆alkyl).

8. (Currently Amended) A compound according to claim 7, wherein L₃ is a bond, -O-(C₁-C₄)alkyl, -(C₁-C₄) alkyl-, or -C(O)-; Q is indolyl, -phenyl-C(O)-phenyl, ~~benzofuranyl~~ ~~(C₁-C₄) alkyl~~ ~~phenyl~~, indoliziny, ~~benzofuranyl~~, -indolyl-(C₁-C₄)alkyl-phenyl, ~~benzo[b]thienyl~~, dibenzo[b,d]furanyl, ~~phenyl~~, or dibenzothienyl, each of which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₄ alkoxycarbonyl, C₁-C₆ alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl; wherein R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, alkanoyl, phenyl(C₁-C₄)alkanoyl, alkoxycarbonyl, pyridylcarbonyl, pyridyl, pyrrolidinylcarbonyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄

alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl (C₁-C₆)alkyl, CF₃ or OCF₃.

9. (Original) A compound according to claim 8 of the formula:



10-13. (Cancelled)

14. (Previously Presented) A compound according to claim 9, wherein

R₁ is H;

R₂₁ is H, NO₂, C₁-C₆ alkyl, or halogen; and

R₂ is phenyl, phenyl(C₁-C₄)alkyl, or (C₁-C₆)alkyl, wherein each phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, or -SO₂-(C₁-C₄) alkyl, CF₃ or OCF₃.

15. (Currently Amended) A compound according to claim 14, wherein

L₃ is a bond, -O-(C₁-C₄)alkyl, or -(C₁-C₄) alkyl-;

Q is indolyl, -phenyl-C(O)-phenyl, ~~benzofuranyl~~-(C₁-C₄)-alkyl-phenyl, ~~indoliziny~~l, ~~benzofuranyl~~, or -indolyl-(C₁-C₄)alkyl-phenyl, each of which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₄ alkoxy, carbonyl, C₁-C₆ alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl; wherein

R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, alkanoyl, phenyl(C₁-C₄)alkanoyl,

alkoxycarbonyl, pyridylcarbonyl, pyrrolidinylcarbonyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl (C₁-C₆)alkyl, CF₃ or OCF₃.

16-27. (Cancelled)

28. (Withdrawn) A pharmaceutical composition comprising a compound according to claim 1 and at least one pharmaceutically acceptable solvent, carrier, excipient or adjuvant.

29. (Withdrawn) A method of treating diabetes in a patient needing such treatment comprising administering a compound of claim 1 or a pharmaceutical composition of claim 28.

30. (Currently Amended) A compound according to claim ~~1~~ 2 selected from the group consisting of
{(4'-[3-(benzylamino)imidazo[1,2-a]pyridin-2-yl]biphenyl-4-yl}oxy)(phenyl)acetic acid;
{(4'-(5-methyl-1H-indol-1-yl)biphenyl-4-yl}oxy)(phenyl)acetic acid;
{(4'-[3-(butylamino)imidazo[1,2-a]pyridin-2-yl]biphenyl-4-yl}oxy)(phenyl)acetic acid;
methyl {(4'-[(2-benzoylphenoxy)methyl]biphenyl-4-yl}oxy)(phenyl)acetate;
methyl {(4'-[(2-benzylphenoxy)methyl]biphenyl-4-yl}oxy)(phenyl)acetate;
methyl {(4'-[(9H-fluoren-2-yloxy)methyl]biphenyl-4-yl}oxy)(phenyl)acetate;

methyl ({4'-[(3-benzoylphenoxy)methyl]biphenyl-4-yl}oxy) (phenyl) acetate;
 ({4'-[(3-benzoylphenoxy)methyl]biphenyl-4-yl}oxy) (phenyl) acetic acid;
 ({4'-[(2-benzoylphenoxy)methyl]biphenyl-4-yl}oxy) (phenyl) acetic acid;
 ({4'-(1-butyldolizidin-2-yl)biphenyl-4-yl}oxy) (phenyl) acetic acid;
 ({4'-[10-(ethoxycarbonyl)pyrido[1,2-a]indol-3-yl]biphenyl-4-yl}oxy) (phenyl) acetic acid;
~~(({4'-(1-benzofuran-2-yl)biphenyl-4-yl}oxy) (phenyl) acetic acid;~~
 ({4'-(1H-indol-1-yl)biphenyl-4-yl}oxy) (phenyl) acetic acid;
 methyl ({4'-(1-benzyl-1H-indol-6-yl)biphenyl-4-yl}oxy) (phenyl) acetate;
 ({4'-(1-benzyl-1H-indol-6-yl)biphenyl-4-yl}oxy) (phenyl) acetic acid;
 ({4'-(1-benzyl-1H-indol-5-yl)biphenyl-4-yl}oxy) (phenyl) acetic acid;
 2-{[4'-(1-butyldolizidin-2-yl)biphenyl-4-yl}oxy}propanoic acid;
 (2R)-2-{[4'-(1-butyldolizidin-2-yl)biphenyl-4-yl}oxy}-3-phenylpropanoic acid;
 (2S)-2-{[4'-(1-butyldolizidin-2-yl)biphenyl-4-yl}oxy}-4-phenylbutanoic acid;
 ({2'-(1,3-benzoxazol-2-yl)-1,1':4',1''-terphenyl-4-yl}oxy) (phenyl) acetic acid;
~~(({4'-[(2-butyl-1-benzofuran-3-yl)carbonyl]biphenyl-4-yl}oxy) (phenyl) acetic acid;~~
~~(({4'-(1-benzothien-2-yl)biphenyl-4-yl}oxy) (phenyl) acetic acid;~~

[4'-dibenzo[b,d]furan-4-ylbiphenyl-4-yl]oxy}(phenyl)acetic acid;

~~{(4'-butyl-1,1':4',1''-terphenyl-4-yl)oxy}(phenyl)acetic acid;~~

~~{(4'-[(2-benzyl-7-fluoro-1-benzofuran-3-yl)carbonyl]biphenyl-4-yl)oxy}(phenyl)acetic acid;~~

[(4'-{[(9-oxo-9H-fluoren-1-yl)oxy]methyl}biphenyl-4-yl)oxy](phenyl)acetic acid;

methyl {4'-(1-benzofuran-2-yl)biphenyl-4-yl]oxy}(phenyl)acetate;

methyl {4'-(1-benzyl-1H-indol-5-yl)biphenyl-4-yl]oxy}(phenyl)acetate;

[(4'-dibenzo[b,d]thien-4-ylbiphenyl-4-yl)oxy](phenyl)acetic acid;

[4'-(5-Chloro-indol-1-yl)-biphenyl-4-yloxy]-phenyl-acetic acid;

(3-Chloro-4'-dibenzofuran-4-yl-biphenyl-4-yloxy)-phenyl-acetic acid;

(4'-Dibenzofuran-4-yl-2-methyl-biphenyl-4-yloxy)-phenyl-acetic acid;

(4'-Dibenzofuran-4-yl-3-fluoro-biphenyl-4-yloxy)-phenyl-acetic acid;

(2-Chloro-4'-dibenzofuran-4-yl-biphenyl-4-yloxy)-phenyl-acetic acid; and

(4'-Dibenzofuran-4-yl-2-trifluoromethyl-biphenyl-4-yloxy)-phenyl-acetic acid.

31. (New) A compound selected from the group consisting of
{4'-(1-benzofuran-2-yl)biphenyl-4-yl]oxy}(phenyl)acetic acid;

({4'-[(2-butyl-1-benzofuran-3-yl)carbonyl]biphenyl-4-yl}oxy) (phenyl)acetic acid;
{[4'-(1-benzothien-2-yl)biphenyl-4-yl]oxy} (phenyl)acetic acid;
[(4''-butyl-1,1':4',1''-terphenyl-4-yl)oxy] (phenyl)acetic acid;
({4'-[(2-benzyl-7-fluoro-1-benzofuran-3-yl)carbonyl]biphenyl-4-yl}oxy) (phenyl)acetic acid; and
methyl {[4'-(1-benzofuran-2-yl)biphenyl-4-yl]oxy} (phenyl)acetate.